

RECORDATION NO. 20895-SS FILED

DEC 03 '08 -11 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

December 3, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated as of October 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GARC Trust No. 97-1) and related documents previously filed with the Board under Recordation Number 20895.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: U.S. Bank National Association
(successor to State Street Bank and
Trust Company of Connecticut, N.A.)
225 Franklin Street
Boston, MA 02110

Indenture
Trustee: The Bank of New York Mellon Trust Company,
N.A., successor in interest to The Bank of New
York Trust Company, N.A., successor in interest
to JPMorgan Chase Bank, N.A., successor in
interest to Bank One, National Association
One Wall Street

Anne K. Quinlan, Esquire
December 3, 2008
Page Two

A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: GATX 80421.

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

20895-55
FILED

DEC 03 '08

-11 00 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 080421 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: October 20, 2008

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, N.A. not in its individual capacity, but solely as Owner Trustee

By: _____

Title: Vice President

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Indenture Trustee

By: _____

Title: _____

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 080421 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: October 20, 2008

U.S. Bank National Association, successor
to State Street Bank and Trust Company of
Connecticut, N.A. not in its individual
capacity, but solely as Owner Trustee

By: _____
Title: _____

The Bank of New York Mellon Trust
Company, N.A., successor-in-interest to
The Bank of New York Trust Company,
N.A., successor-in-interest to JPMorgan
Chase Bank, N.A., successor-in-interest to
Bank One, National Association, not in its
individual capacity, but solely as
Indenture Trustee

By: *Joan Jamenez*
Title: Assistant Vice President

State of Commonwealth of Massachusetts)

) SS:

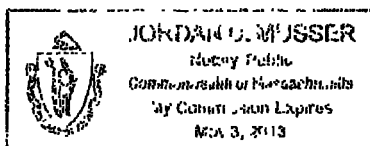
County of Suffolk)

On the 20th day of November, 2008, before me personally appeared
Alison DB Nadeau
Vice President, to me known, who being by me duly sworn, say that
he/she is a _____ of U.S. Bank, National Association, successor to State Street
Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date
on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:



State of Illinois)

) SS:

County of Cook)

On the ____ day of _____, 2008, before me personally appeared
_____, to me known, who being by me duly sworn, says that
he/she is a _____ of The Bank of New York Mellon Trust Company, N.A.,
successor-in-interest to The Bank of New York Trust Company, N.A., successor-in-interest to
JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association as Trustee
that said instrument was signed on such date on behalf of said corporation by authority of its
Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Commonwealth of Massachusetts)

) SS:

County of Suffolk)

On the ____ day of _____, 2008, before me personally appeared _____, to me known, who being by me duly sworn, say that he/she is a _____ of U.S. Bank, National Association, successor to State Street Bank and Trust Company of Connecticut, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

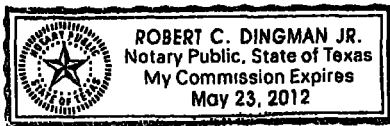
Notary Public

[Notarial Seal]

My commission expires:

State of ~~Illinois~~ ^{Texas})
County of ~~Cook~~ ^{Harris}) SS:

On the 12th day of November, 2008, before me personally appeared Josie Jimenez, to me known, who being by me duly sworn, says that he/she is a Assistant Vice President of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association as Trustee that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Robert C. Dingman Jr.
Notary Public

[Notarial Seal]

My commission expires: 5/23/2012

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/3/08



Robert W. Alvord